

NATIONAL RAILROAD PASSENGER CORPORATION  
BOARD OF DIRECTORS  
GOVERNMENT RELATIONS, LEGAL & GOVERNANCE AFFAIRS COMMITTEE  
MINUTES OF MEETING  
MARCH 21, 2018

The Government Relations, Legal & Governance Affairs Committee of the Board of Directors of the National Railroad Passenger Corporation (Amtrak) held a duly noticed meeting on Wednesday, March 21, 2018.

Committee Members participating in the meeting were Anthony Coscia (Committee Chairman and Board Chairman), Yvonne Burke, and Jeffrey Moreland (Board Vice-Chairman).

Paul Nissenbaum (FRA Associate Administrator) participated in the meeting.

Richard Anderson (President and CEO), Eleanor D. Acheson (Executive Vice President, Chief Legal Officer, General Counsel & Corporate Secretary) and Stephen Gardner (Executive Vice President, Chief Commercial Officer) participated in the meeting.

Mr. Coscia called the meeting to order at 12:30 p.m. Minutes were recorded by Ms. Acheson.

**APPROVAL OF MINUTES**

Following discussion, upon motion made by Mr. Moreland and seconded by Ms. Burke, the Committee voted to approve the minutes of its January 24, 2018 meeting.

(3-0)

**GOVERNMENT AFFAIRS REPORT**

Mr. Gardner presented the Government Affairs update, first addressing the February 15, 2018 House Transportation and Infrastructure Committee PTC Hearing and the March 1, 2018 Senate Commerce Committee PTC

Hearing, at both of which President and CEO Richard Anderson testified on behalf of Amtrak. Mr. Anderson also commented on the hearings and about the status of Amtrak's PTC implementation and the Company's concerns about PTC compliance and safety more generally. Discussion followed and Mr. Gardner and Mr. Anderson responded to questions.

Mr. Gardner then provided a nominations update and reviewed the status of nominations pending at the Senate for Surface Transportation Board, Federal Railroad Administration and Amtrak Board of Directors vacancies. Discussion followed, and Mr. Gardner responded to questions.

Mr. Gardner next provided an update on FY18 and FY19 appropriations. Discussion followed, and Mr. Gardner responded to questions.

Mr. Gardner presented a Corporate Communications report addressing at a high level Amtrak's public responses to a number of accidents and safety incidents.

Lastly, Mr. Gardner noted the rolling out of a new Amtrak intranet - *All Aboard* - which will be accessible to all Amtrak Employees from any device.

#### LEGAL AND GOVERNANCE REPORT

Ms. Acheson provided three reports to the Committee: the first on Compliance Obligations and Consent Orders; the second on Management Ethics and Conflict of Interest Matters; and the third on Indemnification Matters.


With respect to Compliance Matters and Consent Orders, Ms. Acheson explained to the Committee how legal, regulatory and grant compliance obligations are identified and tracked, and then reviewed with the Committee the currently active consent decrees and administrative compliance orders. Discussion followed, and Ms. Acheson responded to questions.

Ms. Acheson next presented the Company's ethics and conflict of interest management programs, reviewing with the Committee the Board of Directors and Company programs and program elements, respectively. She explained the steps being taken by the Company to adopt the recommendations of an Office of Inspector General report on the Company's ethics program. Discussion followed, and Ms. Acheson responded to questions.

Lastly, Ms. Acheson reviewed with the Committee the Corporation's indemnification Bylaws policy and program and the currently active matters in which Amtrak has provided indemnification under the policy and either the Company's counsel or independent counsel is representing an employee. Discussion followed, and Ms. Acheson responded to questions.

ADJOURNMENT

There being no further business before the Board, the Chairman adjourned the meeting at 2:20 p.m.

  
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Eleanor D. Acheson  
Corporate Secretary

